## FORM D

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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FORM D

APR 09'LUUB NOTICE OF SALE OF SECURITIES

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OMB APP	ROVAL
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated average b	urden
hours per response	

SEC USE ONLY										
Prefix	Serial									
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DATE RE	CEIVED									

Was "Was FORM LIMITED OFFERING EXEMP	PTION	
Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  Geneva 1031, L.L.C.		
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☐ Rule 505  Type of Filing: ☐ New Filing ☐ Amendment	06 Section 4(6)	ULOE
A. BASIC IDENTIFICATION DATA		
Enter the information requested about the issuer		
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)  Geneva 1031, L.L.C.		
Address of Executive Offices (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, Illinois 60523	Telephone Number (Inc (630) 218-4916	
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Inc	08045425
Brief Description of Business  The acquisition and sale of undivided tenant in common interests in real property.		PROCESSED
Type of Business Organization  corporation business trust  limited partnership, already formed limited partnership, to be formed	other (please specify):	PROCESSED APR 1 8 2008
Actual or Estimated Date of Incorporation or Organization:    Month   Year	☑ Actual ☐ Estimate	LINONSON C
GENERAL INSTRUCTIONS		
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regul 15 U.S.C. 77d(6).	ilation D or Section 4(6), 17 C	FR 230,501 et seq. or
When to Film A merica must be filled as later than 16 days often the first value of consisting in the offen	ring. A nation is downed filed	Luith the IIC

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

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Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

	·	A. BASIC IDENTI	FICATION DATA	•	
2. Enter the information requ	ested for the follow	ing:			<del></del>
Each promoter of the is	suer, if the issuer ha	s been organized within the	past five years;		
<ul> <li>Each beneficial owner issuer;</li> </ul>	having the power to	vote or dispose, or direct th	ne vote or disposition of, 10%	or more of a class	of equity securities of the
Each executive officer	and director of corp	orate issuers and of corpora	te general and managing part	ners of partnership	issuers; and
<ul> <li>Each general and mana</li> </ul>					
Check Box(es) that Apply:		☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Inland Real Estate E	xchange Corpor	ation			
Business or Residence Addres					
2901 Butterfield Roa	ad. Oak Brook, l	Ilinois 60523			
Check Box(es) that Apply;		☐ Beneficial Owner	Executive Officer	Director	☑ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Geneva Exchange, L	L.C.				
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)	<u> </u>		
2901 Butterfield Roa	ad, Oak Brook. l	Illinois 60523			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)	-		-	
Geneva 1031, L.L.C					
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
2901 Butterfield Roa	ad, Oak Brook. 1	Illinois 60523			
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)		<u>-</u>		
Gujral, Brenda G.*					
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
2901 Butterfield Roa	ad, Oak Brook, I	Illinois 60523			
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Goodwin, Daniel L.	•				
Business or Residence Addres	ss (Number and Stre	et, City, State, Zip Code)	<u> </u>		
2901 Butterfield Roa	ad, Oak Brook, l	Illinois 60523			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)		<del>-  </del>		<u> </u>
Parks, Robert D. •					
Business or Residence Addres	ss (Number and Stre	et, City, State, Zip Code)			· · ·
2901 Butterfield Ros	ad, Oak Brook, 1	Illinois 60523			

<sup>•</sup> These individuals are executive officers or directors of Inland Real Estate Corporation, the sole member of Geneva Exchange, L.L.C., the manager and sole member of Geneva 1031, L.L.C.

-		A. BASIC IDENTI	FICATION DATA		<del></del>
	2.		on requested for the following	<u> </u>	
• Each promoter of the			•	-6-	
•		•	ct the vote or disposition of	10% or more of	a class of equity securities
• Each executive officer	and director of cor	porate issuers and of cor	porate general and managi	ng partners of pai	rtnership issuers; and
<ul> <li>Each general and mar</li> </ul>	aging partner of pa	rtnership issuers.			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Matlin, Roberta S. •					
Business or Residence Addres	s (Number and Stree	t. City, State, Zip Code)	, , , , , , , , , , , , , , , , , , , ,		
2901 Butterfield Roa	id, Oak Brook, Il	llinois 60523			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☑ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)	•		•	
DelRosso, Patricia A	•				
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)			···
2901 Butterfield Roa	d, Oak Brook, I	llinois 60523			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				_
Speidel, Susan K. •					
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)			
2901 Butterfield Roa	id, Oak Brook, I	llinois 60523			
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
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Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				-
Business or Residence Addres	s (Number and Stree	rt, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Number and Stree	et, City, State, Zip Code)			

<sup>•</sup> These individuals are executive officers or directors of Inland Real Estate Corporation, the sole member of Geneva Exchange, L.L.C., the manager and sole member of Geneva 1031, L.L.C.

		<u>.</u>		В.	INFORMA	TION ABO	OUT OFFE	RING				
								•			Yes	No
1. Has	the issuer s	old, or doc	s the issue	r intend to	sell, to non	-accredited	l investors	in this offe	ring?			$\boxtimes$
			Α	nswer also	in Append	lix, Colum	n 2, if filin	g under UL	OE.			
2. Wha	it is the mir	nimum inve	stment tha	t will be ac	cented from	m any indi	vidual?				. <b>\$</b>	437.638*
What is the minimum investment that will be accepted from any individual?												
3. Does the offering permit joint ownership of a single unit?												No □
com offer and/	mission or ring. If a poor for with a st	similar ren erson to be ate or state	nuneration listed is ans. s, list the n	for solicita associated ame of the	tion of pur I person or broker or o	chasers in agent of a dealer. If n	be paid or connection broker or concerthan fi nformation	with sales lealer regis ve (5) pers	of securition tered with ons to be li	the SEC sted are		
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States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)											🗌 А	ll States
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<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORMA	ATION ABO	OUT OFFE	RING	-			<del></del>	
										<u></u>	Yes	No	
1. Has	the issuer s	old, or doe							_			$\boxtimes$	
			Α	nswer also	in Append	lix. Colum	n 2, if filing	g under UL	OE.				
2. Wha	t is the mir	nimum inve	estment tha	t will be ac	ecepted from	n any indi	vidual?				<u>\$</u>	437.638*	
												No	
3. Does	3. Does the offering permit joint ownership of a single unit?												
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.													
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States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)											🔲 A	II States	
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<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion.

				B.	INFORM/	ATION ABO	OUT OFFE	RING				
1. Has	the issuer s	sold, or doe						in this offe g under UL	-		Yes	No
2. Wha	t is the mir	nimum inve	estment tha	t will be a	cepted from	m any indi	vidual?				. <u>\$</u>	437.638*
3. Doe	s the offeri	ng permit j	oint owner	ship of a si	ngle unit?.						Yes ⊠	No
com offer and/	mission or ing. If a p or with a st	similar ren erson to be ate or state	nuneration listed is ares, list the n	for solicita associated ame of the	tion of pur d person or broker or	chasers in a gent of a dealer. If n	connection broker or o nore than fi	given, dire with sales dealer regis ve (5) pers for that bro	of securition tered with ons to be li	the SEC sted are		
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<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORMA	TION ABO	OUT OFFE	RING				
								,		-	Yes	No
1. Has	the issuer s	old, or doc	s the issue	intend to	sell, to non	-accredited	dinvestors	in this offe	ring?			$\boxtimes$
			Α	nswer also	in Append	lix, Colum	n 2, if filing	g under UL	OE.			
2. Wha	it is the min	imum inve	estment tha	t will be ac	cepted from	n any indi	vidual?				\$	437.638*
											Yes	No
3. Doe	s the offerin	ng permit j	oint owner:	ship of a si	ngle unit?.	••••	***************************************	•••••	·····	•••••	$\boxtimes$	
com offer and/	er the inform mission or ring. If a po or with a st ciated perso	similar ren erson to be ate or state	nuneration listed is ares, list the n	for solicita cassociated ame of the	tion of pure I person or broker or o	chasers in a agent of a dealer, If n	connection broker or c tore than fi	with sales lealer regis ve (5) pers	of securition tered with ons to be li	the SEC sted are		
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<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORMA	TION ABO	OUT OFFE	RING				
										·····	Yes	No
1. Has	the issuer s	old, or doe	s the issuer	intend to	sell, to non	-accredited	l investors	in this offe	ring?	***************************************		$\boxtimes$
							n 2, if filing					
								-			c	437.638*
2. Wha	2. What is the minimum investment that will be accepted from any individual?											
											Yes	No
3. Doe	s the offerir	ig permit j	oint owners	ship of a si	ngle unit?.				***************************************		$\boxtimes$	
com offe and/	r the inform mission or ring. If a po or with a st ciated perso	similar ren erson to be ate or state	nuneration listed is an s, list the n	for solicita associated ame of the	tion of pure I person or broker or e	chasers in a gent of a dealer, If n	connection broker or c tore than fi	with sales lealer regis ve (5) pers	of securitie tered with t ons to be li	s in the the SEC sted are		
	me (Last na		findividua	l)								
	vis. Stephe				Circ Str	7: 0	<u> </u>					
	s or Reside 5 East Mai					te, Zip Coo	ie)					
	of Associate			11121011, 14	11775							
	C Securities											
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)											🗌 Ai	I States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
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	me (Last na mes. Gary		i individua	1)								
	ss or Reside		ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	 de)					
	South Ki				-	·						
Name o	of Associate	ed Broker o	or Dealer									
Cae	laret Grant	& Compar	ıy, Inc.				<del> </del>					_
	n Which Po eck "All St										🔲 Al	1 States
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	ss or Reside 05 SW Nii		· · · · · · · · · · · · · · · · · · ·			-	de)					
	of Associate		or Dealer									
	rific West S											
	n Which Pe eck "All St										🔲 A	II States
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[MT]	[NE]	[NV]	[HN] [NT]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]

<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion.

No   Answer also in Appendix. Column 2, if filing under ULOE.   S   437.638*					В.	INFORM/	ATION ABO	OUT OFFE	RING				
2. What is the minimum investment that will be accepted from any individual?    A. Bater the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of sozutifies in the offering. If a person to be listed is an associated persons or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)   Buck, Katie	1. Has	the issuer s	sold, or doc	s the issue	r intend to	sell, to non	-accredite	d investors	in this offe	ring?			
3. Does the offering permit joint ownership of a single unit?				Α	inswer also	in Append	tix, Colum	n 2, if tilin	g under UL	.OE.			
3. Does the offering permit joint ownership of a single unit?	2. Wha	nt is the mir	nimum inve	estment tha	a will be a	cepted fro	m anv indi	vidual?				. \$	437.638*
3. Does the offering permit joint ownership of a single unit?													
commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated persons of such a broker or dealer role of the proker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  55 Merchant St. Ste. 1880. Honolulu, HI 96813  Name of Associated Broker or Dealer  H. Beek, Inc.  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	3. Does	s the offeri	ng permit j	oint owner	ship of a si	ngle unit?.				••••••	••••		
Business or Residence Address (Number and Street, City, State, Zip Code)  55 Merchant St. Ste. 1880, Honolulu, H1 96813  Name of Associated Broker or Dealer H. Beck, Inc.  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	com offer and/	mission or ring. If a p for with a st	similar ren erson to be ate or state	nuneration listed is ares, list the n	for solicita associated ame of the	tion of pur d person or broker or	chasers in agent of a dealer, If n	connection broker or o tore than fi	with sales lealer regis ve (5) pers	of securition tered with ons to be li	es in the the SEC sted are		
Name of Associated Broker or Dealer		•	ame first, i	findividua	1)								
Name of Associated Broker or Dealer   H. Beck, Inc.						•	te, Zip Co	de)					
H. Beck, Inc.	<del></del>				olulu. HI 9	96813				<u></u>		<del></del>	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)			ed Broker o	or Dealer									
(Check "All States" or check individual States)			erson Liste	d Has Solic	cited or Into	ends to Sol	icit Purcha	sers					
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual) Chun. Lorin  Business or Residence Address (Number and Street, City, State, Zip Code) 55 Merchant St. Ste. 1880, Honolulu, HI 96813  Name of Associated Broker or Dealer H. Beck, Inc.  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)									•••••			🗌 А	II States
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]   Full Name (Last name first, if individual)  Chun. Lorin  Business or Residence Address (Number and Street, City, State, Zip Code)  55 Merchant St. Ste. 1880, Honolulu, HI 96813  Name of Associated Broker or Dealer  H. Beck, Inc.  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Cheek "All States" or check individual States)	[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]		[DE]	[DC]	[FL]	[GA]	[Hi]	[1D]
RI]   SC]   SD]   TN]   TX]   UT]   [VT]   [VA]   [WA]   [WV]   [WI]   [WY]   [PR]													
Full Name (Last name first, if individual) Chun. Lorin  Business or Residence Address (Number and Street, City, State, Zip Code) 55 Merchant St. Ste. 1880, Honohulu, HI 96813  Name of Associated Broker or Dealer H. Beck, Inc.  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)													
Business or Residence Address (Number and Street, City, State, Zip Code) 55 Merchant St. Ste. 1880, Honolulu, HI 96813  Name of Associated Broker or Dealer H. Beck, Inc.  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Cheek "All States" or check individual States)													
Name of Associated Broker or Dealer H. Beck, Inc.  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)													
H. Beck, Inc.  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)						-	te, Zip Co	de)					
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)			ed Broker o	or Dealer									•
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [H] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual) Yamamoto, Kelly  Business or Residence Address (Number and Street, City, State, Zip Code) 2855 Mitchell Dr. Ste. 203, Walnut Creek, CA 94598  Name of Associated Broker or Dealer FSC Securities Corporation  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	States in	n Which Po								<u>-</u>			11 Caraca
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual) Yamamoto, Kelly  Business or Residence Address (Number and Street, City, State, Zip Code) 2855 Mitchell Dr. Ste. 203, Walnut Creek. CA 94598  Name of Associated Broker or Dealer FSC Securities Corporation  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers												. —	
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual) Yamamoto, Kelly  Business or Residence Address (Number and Street, City, State, Zip Code) 2855 Mitchell Dr. Ste. 203, Walnut Creek. CA 94598  Name of Associated Broker or Dealer FSC Securities Corporation  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers													
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]  Full Name (Last name first, if individual)     Yamamoto, Kelly  Business or Residence Address (Number and Street, City, State, Zip Code)     2855 Mitchell Dr. Ste. 203, Walnut Creek. CA 94598  Name of Associated Broker or Dealer     FSC Securities Corporation  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers													
Yamamoto, Kelly  Business or Residence Address (Number and Street, City, State, Zip Code) 2855 Mitchell Dr. Ste. 203, Walnut Creek. CA 94598  Name of Associated Broker or Dealer FSC Securities Corporation  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	[RI]	-											
Business or Residence Address (Number and Street, City, State, Zip Code) 2855 Mitchell Dr. Ste. 203, Walnut Creek. CA 94598  Name of Associated Broker or Dealer FSC Securities Corporation  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers				findividua	1)						7.6		
Name of Associated Broker or Dealer FSC Securities Corporation  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	Busines	ss or Reside	ence Addre	•		•	•	de)			· <u>-</u> -		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers							-						
	FSC	C Securities	s Corporati	on		.=.							
												🗆 A	ll States
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<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORM/	ATION ABO	OUT OFFE	RING				
1. Has	the issuer s	old, or doe					d investors n 2, if filin		_		Yes	No
2. Wha	2. What is the minimum investment that will be accepted from any individual?									\$	437.638*	
											Yes	No
											$\boxtimes$	
com offe and/	er the information or ring. If a property or with a stated personant	similar ren erson to be ate or state	nuneration listed is and s, list the m	for solicitant associated the	tion of pur d person or broker or	chasers in agent of a dealer. If n	connection broker or coore hore than fi	with sales dealer regis ve (5) pers	of securition tered with ons to be li	es in the the SEC sted are		
	me (Last n wkins, Ric		f individua	1)								
	ss or Reside		,		t, City. Sta	te, Zip Co	de)					
	1 Trinity P of Associate			0607	<del></del>		<del> </del>					
	rgan Keega											
	n Which Pe eck "All St							**************	••••	• • • • • • • • • • • • • • • • • • • •	🗀 A	ll States
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Busine	ss or Reside	ence Addre				te, Zip Co	de)			<del></del>		
Name o	of Associate Global Cap	ed Broker o	or Dealer									
	n Which Pe			cited or Int	ends to Sol	icit Purcha	sers	·				<u></u>
(Ch	eck "All St	ates" or ch	eck individ	lual States)	·····					•••••	🗌 A	Il States
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	ss or Reside		•		et, City, Sta	ite, Zip Co	de)					
Name o	of Associate		<del></del>		<del></del>		<u> </u>		· · · · · · · · · · · · · · · · · · ·	<del></del>		
	Beck, Inc.			Sand 1 ·	4 0.1	tala n = 1		··	<u>-</u> -			
	n Which Peeck "All St								•••••		🔲 А	III States
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[RI]	[SC]	[SD]	[TN]	[TX]	נאואון (UT)	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion.

#### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \( \square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged Aggregate Amount Already Type of Security Offering Price Sold -0-Debt ...... -0-Equity ..... Common ☐ Preferred Convertible Securities (including warrants)..... Partnership Interests..... -0-S -0-\$ 14,879,700 Other (Specify <u>Undivided fractional interests in real estate</u>)..... 13,563,917.78 \$ 14,879,700 13,563,917.78 Total..... Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases 13.563,917.78 Accredited Investors ..... Non-accredited Investors Total (for filings under Rule 504 only) \$ Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Type of Offering Security Sold Rule 505 ..... Regulation A..... \$ Rule 504 ..... Total ..... ------4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees $\boxtimes$ s Printing and Engraving Costs $\boxtimes$ \$ -0-Legal Fees \$ 45,000 -0-Accounting Fees ..... $\boxtimes$ -0-Engineering Fees 901,800 Sales Commission (specify finders' fees separately)..... $\boxtimes$ $\boxtimes$ \$ 150,300 Other Expenses (identify) Marketing.

\$ 1,097,100

Total .....

	C. OFFERING PR	ICE. NUMBER OF INVESTORS, EXPENSES AND	USE OF	PROCEEDS						
b.	Enter the difference between the aggrand total expenses furnished in respondross proceeds to the issuer."	<u>s</u>	13,782,600							
5.	each of the purposes shown. If the an check the box to the left of the estima	usted proceeds to the issuer used or proposed to be nount for any purpose is not known, furnish an estite. The total of the payments listed must equal the in response to Part C + Question 4.b above.	imate and	1						
				Payments to Officers, Directors & Affiliates		Payments To Others				
	Salaries and fees			<u>\$</u>	. $\square$	<u>s</u>				
	Purchase of real estate		🗆	\$	⊠	\$11,943,743				
	Purchase, rental or leasing and in	stallation of machinery and equipment	🗀	\$		<u>\$</u>				
	Construction or leasing of plant b	ouildings and facilities	🗆	<u>s</u>		<u>s</u>				
	offering that may be used in exch	including the value of securities involved in this nange for the assets or securities of another issuer		\$		<u>s</u>				
	Repayment of indebtedness		🗆	<u>s</u>		<u>\$</u>				
	Working capital		🗆	\$		\$				
	Other (specify): Acquisition Fee	e, O&O Expenses, Closing Costs	🖄	\$ 1,438,857	. 🛛	\$ 400,000				
	•		🗵	\$ 1,438,857		\$ 12,343,743				
	Total Payments Listed (column to	otals added)		⊠ <u>s</u>	13.782	2,600				
		D. FEDERAL SIGNATURE								
foll	owing signature constitutes an underta	be signed by the undersigned duly authorized person king by the issuer to furnish to the U.S. Securities need by the issuer to any non-accredited investor pu	and Exc	hange Commiss	ion, up	on written				
Issu	er (Print or Type)	Signature		Date						
Ger	neva 1031, L.L.C.	Patricia a. Colhosse		4/7/	08					
Nar	me of Signer (Print or Type)	Title of Signer (Print or Type)								
Pati	ricia A. DelRosso		President, Inland Real Estate Exchange Corporation, the sole member of Geneva							

# -ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE		
	230.262 presently subject to any of the disqua		No
	See Appendix, Column 5, for state re	esponse.	
2. The undersigned issuer hereby u Form D (17 CFR 239.500) at su	ndertakes to furnish to any state administrator of h times as required by state law.	of any state in which this notice is filed, a not	ice on
3. The undersigned issuer hereby issuer to offerees.	indertakes to furnish to the state administrator	s, upon written request, information furnish	ed by the
Limited Offering Exemption (U	s that the issuer is familiar with the conditions (OE) of the state in which this notice is filed an of establishing that these conditions have been	d understands that the issuer claiming the av	
The issuer has read this notificatio undersigned duly authorized perso	and knows the contents to be true and has du	ly caused this notice to be signed on its beh	alf by the
Issuer (Print or Type)	Signature	Date	
Geneva 1031, L.L.C.	Patricia a. Se	Closso 4/7/08	
Name (Print or Type)	Title (Print or Type)	·	

President, Inland Real Estate Exchange Corporation, the sole member of Geneva

Exchange, L.L.C., the manager and sole member of Geneva 1031, L.L.C.

### Instruction:

Patricia A, DelRosso

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

# APPENDIX

<u> </u>		<b>)</b>	3			4					
'			Type of security			5 Disqualification under State ULOE					
	Intend	to sell ccredited	and aggregate offering price		(if yes, attach explanation of						
	investors	in State	offered in state		Type of investor and amount purchased in State				waiver granted)		
	(Part B-	·ltem 1)	(Part C-Item 1)	Number of	(Part	C-Item 2) Number of	<del></del>	(Part E	ltem 1)		
				Accredited		Non-Accredited					
State	Yes	No_		Investors	Amount	Investors	Amount	Yes	No		
_AL_							<del></del>				
AK											
AZ			Undivided fractional interests in real estate \$14,879,700	2	\$382,596.23	-0-	-0-		⊠		
AR											
CA		Ø	Undivided fractional interests in real estate \$14.879,700	7	\$2,964,832.55	-0-	-()-		⊠		
со							<del></del>				
СТ											
DE											
DC							···				
FL		. <b>\( \( \)</b>	Undivided fractional interests in real estate \$14,879,700	-	\$402,953.74	-0-	-0-		⊠		
GA											
Hi		⊠	Undivided fractional interests in real estate \$14,879,700	2	\$617,499.18	-0-	-0-		⊠		
ID			-								
IL		⊠	Undivided fractional interests in real estate \$14,879,700	10	\$5,567,535.64	-0-	-0-		⊠		
IN :					-						
IA_											
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LA											
ME											
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# APPENDIX

1		2	3	<u> </u>		4		<del></del>	5
	Intend	to sell ceredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
МО		⊠	Undivided fractional interests in real estate \$14,879,700	1	\$464,791	-0-	-()-		⊠
МТ		⊠	Undivided fractional interests in real estate- \$14,879,700	1	\$735,846.78	-0-	-()-		⊠
NE									
NV									
NH									
NJ									
NM									
NY		Ø	Undivided fractional interests in real estate \$14,879,700	2	\$415,000	-0-	-0-		⊠
NC									
ND									
ОН									
ОК									
OR		Ø	Undivided fractional interests in real estate \$14,879,700	2	\$534,000	-0-	-0-		⊠
PA		⊠	Undivided fractional interests in real estate \$14,879,700	-	\$436,638	-0-	-0-		⊠
RI							<u> </u>		
SC									
SD									
TN					_				
TX									
UT		Ø	Undivided fractional interests in real estate \$14,879,700	l	\$603,586.66	-0-	-0-		
VT									

### APPENDIX

1		2	3		<del></del>	4		5 Disqualification		
			]							
1			Type of security					1	ite ULOE	
		to sell	and aggregate		ar .	••		(if yes.		
1		ccredited s in State	offering price offered in state			investor and		explanation of		
		ltem 1)	(Part C-Item 1)			rchased in State		waiver granted) (Part E-ltem 1)		
	(Ture D	l l	(Fart C-Rent 1)	Number of Accredited	1 1				item 1)	
State	Yes	No		Investors_	Amount	Investors	Amount	Yes	No	
VA		⊠	Undivided fractional interests in real estate \$14,879,700	1	\$437,638	-()-	-0		⊠	
WA										
wv										
WI										
WY										
PR										

**END**